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C. THOMAS WYCHE
DAVID L. FREEMAN
JAMES C. PARHAM, JR.
JAMES M. SHOEMAKER, JR.
WILLIAM W. KEHL
CHARLES W. WOFFORD
LARRY D. ESTRIDGE
D. ALLEN GRUMBINE
CARY H. HALL, JR.
CARL F. MULLER
HENRY L. PARR, JR.
BRADFORD W. WYCHE
ERIC B. AMSTUTZ

WYCHE, BURGESS, FREEMAN & PARHAM

PROFESSIONAL ASSOCIATION
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June 7, 1983

*ADMITTED TO D. C. BAR ONLY

Mrs. Lee
Interstate Commerce Commission
Constitution Avenue at 12th St., N.W.
Room 1227
Washington, D. C. 20023

RECORDATION NO. 10477-11 FILED 1426

JUN 13 1983 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

Re: Certificate of Acceptance dated June 11, 1979 issued
under a Management Agreement dated as of June 11, 1979
between National Railway Utilization Corporation and
Richard J. Kelly
and
Security Agreement dated as of June 11, 1979 between
National Railway Utilization Corporation and
Richard J. Kelly

Dear Mrs. Lee:

Enclosed for filing under Section 20c of the Interstate Commerce Act are original Amendments dated as of May 15, 1981 for each of the above-referenced documents. The Certificate of Acceptance was filed previously with the Interstate Commerce Commission on June 11, 1979 and bears recordation number 10477-B. The Security Agreement was filed previously with the Interstate Commerce Commission on June 11, 1979 and bears recordation number 10477.

The address of National Railway Utilization Corporation is 100 North 20th Street, Second Floor, Philadelphia, Pa. 19103. The address of Richard J. Kelly is 216 Walnut Hill Lane, Havertown, Penna. 19083.

I enclose a check in the amount of \$20.00 payable to the Interstate Commerce Commission as the cost of filing these additional instruments under documents previously recorded.

I also enclose copies of each Amendment which I would ask that you stamp and return to me at the address on this letterhead.

Very truly yours,

Carl F. Muller
Carl F. Muller

CFM/bjm
Enclosures

JUN 13 1983 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT dated as of May 15, 1981 to that certain CERTIFICATE OF ACCEPTANCE dated June 11, 1979 issued under a MANAGEMENT AGREEMENT dated as of June 11, 1979 between Richard J. Kelly (termed "Owner") and NATIONAL RAILWAY UTILIZATION CORPORATION (termed "Manager").

WHEREAS, Owner and Manager have determined that certain of the 50'6" Type XM Railroad Boxcars which are subject to this Management Agreement should be remarked in order to maximize their utilization and earnings;

NOW, THEREFORE, in consideration of this benefit to the parties and in further consideration of \$1.00 in hand paid by each party to the other, the parties hereto agree as follows:

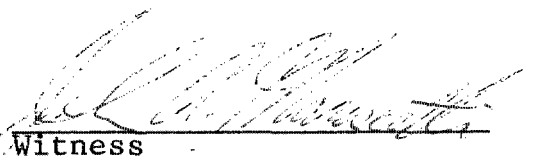

The Certificate of Acceptance under the Management Agreement is amended by changing the Equipment Numbers from the following:

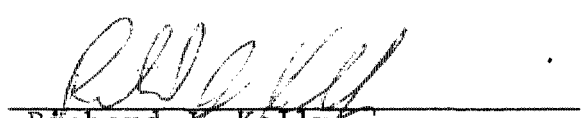
MISS 151463
NSL 151464

to the following:

MISS 151463
MISS 151464

IN WITNESS WHEREOF, Owner and Manager, each pursuant to due authority, have caused these presents to be duly executed.


Witness

Witness


Richard J. Kelly

STATE OF Pennsylvania
COUNTY OF Philadelphia

SS:

On this 24th day of August, 1981, before me personally appeared John A. Maricotti, to me personally known, who, being by me duly sworn, says that he and the other witness, Barbara A. Jager, personally witnessed Richard J. Kelly, as Owner, duly sign the within Amendment and that the execution of the foregoing instrument was the free act and deed of said Owner.

(Notarial Seal)

Martina T. Mills
Notary Public of Phila.

MARTHA T. MILLS

Notary Public, Phila., Phila. Co.

My Commission Expires March 5, 1984

My Commission Expires:

(SEAL)

NATIONAL RAILWAY UTILIZATION
CORPORATION

BY

Robert L. Shiner, Jr.
Robert L. Shiner, Jr.
Vice President

ATTEST

T. W. Strzepek
T. W. Strzepek
Assistant Secretary

Commonwealth of Pennsylvania:

SS:

County of Philadelphia:

On this 18th day of August, 1981, before me personally appeared Robert L. Shiner, Jr., to me personally known, who, being by me duly sworn, says that he is Vice President of National Railway Utilization Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Martina T. Mills
~~Notary~~ Notary of Pennsylvania
MARTHA T. MILLS

Notary Public, Phila., Phila. Co.

My Commission Expires: My Commission Expires March 5, 1984